

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

1171171

OMB APPROVAL		
OMB Number: 3235-0076		
Expires: May 31, 2002		
Estimated average burden hours per response... 1		
Prefix		Serial
DATE RECEIVED		

RECEIVED  
133 - 12009

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that  
apply):

☐ Rule 504

☐ Rule 505

☒ Rule 506

☐ Section 4(6)

☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment



02029218

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

TXP Corp.

PROCESSED

APR 17 2002

P THOMSON  
FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

1510 Montague Expressway, San Jose , CA 95131 (408) 324-1888

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number  
(Including Area Code)  
(if different from Executive Offices) Same as above

Brief Description of Business

Design and Manufacturing of Fiber Optic Modules

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Type of Business Organization

☒ corporation                      ☐ limited partnership, already formed                      ☐ other (please specify):  
☐ business trust                      ☐ limited partnership, to be formed

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Month      Year

Actual or Estimated Date of Incorporation or Organization:      [ 0 ] 3      [ 0 ] 2                      ☒ Actual      ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)      [ C ] [ A ]

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.
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Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Wu, Qun

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Business or Residence Address (Number and Street, City, State, Zip Code)

1510 Montague Expressway, San Jose, CA 95151

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Zhuo, Huan Le

Business or Residence Address (Number and Street, City, State, Zip Code)

1510 Montague Expressway, San Jose, CA 95131

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Vo, Son Van

Business or Residence Address (Number and Street, City, State, Zip Code)

1510 Montague Expressway, San Jose, CA 95131

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Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Liu, Joe

Business or Residence Address (Number and Street, City, State, Zip Code)

40743 Rainwater Ct., Fremont, CA 94539

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Check Box(es) that Apply:	<input type="checkbox"/> Promot	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ \_\_\_\_\_

3. Does the offering permit joint ownership of a single unit?..... Yes      No  
[   ]      [   ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

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Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Name of Associated Broker or Dealer

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [   ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

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Name of Associated Broker or Dealer

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	<u>\$2,025</u>	<u>\$2,025</u>
[ X ] Common    [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	<u>\$2,025</u>	<u>\$2,025</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	6	<u>\$2,025</u>
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.


3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of	Dollar Amount
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Salaries and fees .....	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Purchase of real estate .....	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Repayment of indebtedness .....	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Working capital .....	<input checked="" type="checkbox"/> \$2,025 <input type="checkbox"/> \$_____
Other (specify): _____	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
_____	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
_____	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Column Totals .....	<input type="checkbox"/> \$_____ <input type="checkbox"/> \$_____
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$5,000

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

<b>Issuer (Print or Type)</b> TXP Corp.	<b>Signature</b> 	<b>Date</b> 3/15/02
<b>Name of Signer (Print or Type)</b> C. P. Chang	<b>Title of Signer (Print or Type)</b> Issuer's Counsel	

#### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)







